

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

August 1, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO 16738- FILED *B*

AUG 4 '97 12-06PM

RE: Termination of Lease of Railroad Equipment dated as of July 10, 1997 by Helm Financial Corporation ("Lease Termination").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Louisville Gas & Electric Company
P.O. Box 32010
Louisville, KY 40232

Equipment: Forty-six (46) rapid discharge open top hopper railcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filings: Memorandum of Lease of Railroad Equipment filed on January 22, 1990 at 9:50 a.m. under Recordation No. 16738;

Amendment No. 1 dated as of July 13, 1992 filed on June 2, 1993 at 9:55 a.m.

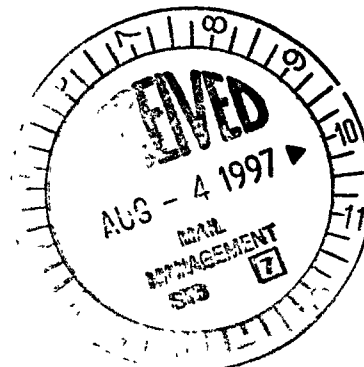
Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P/Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)



SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Patrick Howell
Document Administrator
Helm Financial Corporation
San Francisco, CA, 94111

DATE: 8/4/97

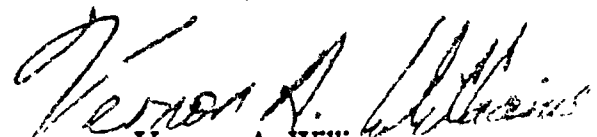
Dear Sir.

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 7/21/97 at 12:00 PM, and

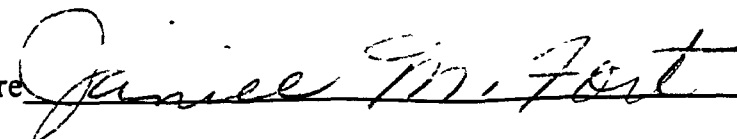
assigned recordation number(s) 15531-A, 15543-A, 15622-G, 15663-C, 15712-A, 16526-A, 16668-D, 16738-P, 17011-A, 17466-B, 17564-B, 17605-A, 17606-B, 17904-A, 18287-A, 18391-A, 18472-B, 18474-A, 19328-A, 19472-A and 19528-A

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 504.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature 

AUG 4 '97

12-06PM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of July 10, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of December 1, 1989, as amended ("Lease"), with the Louisville Gas and Electric Company, a Kentucky corporation, with respect to the forty-six (46) rapid discharge open top hopper railcars described in Schedule A attached hereto. The Lease and Amendment No. 1 dated as of July 13, 1992 ("Amendment No. 1") thereto are on file at the Surface Transportation Board ("STB") of the Department of Transportation (f.k.a. the Interstate Commerce Commission) under STB Recordation No. 16738 filed on January 22, 1990 at 9:50 a.m. and under STB Recordation No. 16738-A filed on June 2, 1993 at 9:55 a.m., respectively.

The Lease and Amendment No. 1 were terminated on June 29, 1993. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Title: President

24

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 1, 1997, before me, Patrick M. Hapin - Notary Public
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

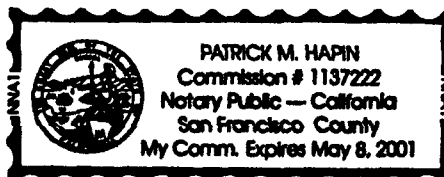
✓ personally known to me -OR-

 proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Patrick M. Hapin

SIGNATURE OF THE NOTARY



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SCHEDULE A

Description of the Units:

Forty-six (46), 3,800 cubic foot, 100-ton, five-pocket, rapid discharge open top hopper railcars.

Unit Numbers:

BUKX 81005, 81007, 81010, 81013, 81018, 81020, 81022, 81025-81028, 81030, 81034, 81037, 81042, 81046, 81048, 81052, 81054, 81055, 81057, 81058, 81060, 81062, 81063, 81066, 81068, 81069, 81072, 81073, 81076-81078, 81080, 84003, 84015, 84020, 84082, 84117, 84151, 84160, 197802, 197805, 197807, 197817, 197919.